

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE SOUTHERN DISTRICT OF TEXAS  
HOUSTON DIVISION**

	X	
	:	
In re:	:	Chapter 11
	:	
BMI OLDCO INC., <i>et al.</i> , <sup>1</sup>	:	Case No. 23-90794 (MI)
	:	
Debtors.	:	<b>(Jointly Administered)</b>
	:	
	X	

**THIRTEENTH MONTHLY FEE STATEMENT  
OF LATHAM & WATKINS LLP FOR COMPENSATION  
FOR SERVICES RENDERED AND FOR REIMBURSEMENT  
OF EXPENSES INCURRED AS BANKRUPTCY CO-COUNSEL TO THE DEBTORS  
FOR THE PERIOD FROM OCTOBER 1, 2024 THROUGH OCTOBER 31, 2024**

<b>Name of Applicant:</b>	Latham & Watkins LLP
<b>Applicant's Role in Case:</b>	Bankruptcy co-counsel to the Debtors (as defined below)
<b>Date of Retention:</b>	November 21, 2023, effective as of October 2, 2023 [Docket No. 312]
<b>Period Covered by this Statement:</b>	October 1, 2024 through October 31, 2024
<b>Summary of Total Fees and Expenses Requested:</b>	
<b>Total fees requested in this statement:</b>	<b>\$309,318.00 (80% = \$247,454.40)</b>
<b>Total expenses requested in this statement:</b>	<b>\$8,708.60</b>
<b>Total fees and expenses requested in this statement (inclusive of holdback amount):</b>	<b>\$318,026.60</b>
<b>Summary of Attorney Fees Requested:</b>	
<b>Total attorney fees requested in this statement:</b>	<b>\$302,598.00</b>
<b>Total actual attorney hours covered by this statement:</b>	<b>193.80</b>
<b>Average hourly rate for attorneys:</b>	<b>\$1,561.39</b>

<sup>1</sup> The Debtors in these cases, along with the last four digits of each Debtor's federal tax identification number, are: BMI Oldco Inc. (f/k/a Barretts Minerals Inc.) (8715) and Barretts Ventures Texas LLC (0787). The Debtors' address is 5605 North MacArthur Boulevard, Suite 1000, PMB 139, Irving, Texas 75038.

Summary of Paraprofessional Fees Requested:	
Total paraprofessional fees requested in this statement:	\$6,720.00
Total actual paraprofessional hours covered by this statement:	12.80
Average hourly rate for paraprofessionals:	\$525.00

This is the thirteenth monthly fee statement.

**In accordance with the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals* [Docket No. 316], each party receiving notice of the monthly fee statement will have until 4:00 p.m. (Prevailing Central Time), 14 days after service of the monthly fee statement to object to the requested fees and expenses. Upon the expiration of such 14-day period, the Debtors are authorized to pay the Professional an amount equal to 80% of the fees and 100% of the expenses requested in the applicable monthly fee statement.**

Pursuant to sections 327, 330 and 331 of title 11 of the United States Code (the “**Bankruptcy Code**”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), Rule 2016-1 of the Bankruptcy Local Rules for the Southern District of Texas (the “**Bankruptcy Local Rules**”), and the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals* [Docket No. 316] (the “**Interim Compensation Order**”), Latham & Watkins LLP (“**L&W**”) hereby submits this thirteenth monthly fee statement (this “**Fee Statement**”) for compensation for services rendered and reimbursement of expenses as bankruptcy co-counsel to the above-captioned debtors and debtors in possession (collectively, the “**Debtors**”). By this Fee Statement, L&W requests payment with respect to the sums of \$247,454.40 as compensation for reasonable and necessary legal services (*i.e.*, 80% of \$309,318.00) and \$8,708.60 for reimbursement of actual and necessary expenses, for a total of \$256,163.00 for the period from October 1, 2024 through and including October 31, 2024 (the “**Compensation Period**”).

**ITEMIZATION OF SERVICES RENDERED AND EXPENSES INCURRED**

1. In support of this Fee Statement, attached are the following exhibits:

- **Exhibit A** is a schedule of the number of hours expended and fees incurred (on an aggregate basis) by L&W partners, counsel, associates, and paraprofessionals during the Compensation Period with respect to each of the project categories L&W established in accordance with its internal billing procedures.
- **Exhibit B** is a schedule providing certain information regarding the L&W attorneys and paraprofessionals for whose work on these chapter 11 cases compensation is sought in this Fee Statement. L&W attorneys and paraprofessionals have expended a total of **206.60** hours in connection with these chapter 11 cases during the Compensation Period.
- **Exhibit C** is a schedule setting forth the total amount of reimbursement sought for the Compensation Period with respect to each category of expenses for which L&W is seeking reimbursement in this Fee Statement.
- **Exhibit D** consists of L&W's detailed records of fees incurred during the Compensation Period.
- **Exhibit E** consists of L&W's detailed records of expenses incurred during the Compensation Period.

2. Although every effort has been made to include all fees and expenses incurred during the Compensation Period, some fees and expenses might not be included in this Fee Statement due to delays caused by accounting and processing during the Compensation Period. L&W reserves the right to seek allowance of such fees and expenses not included herein. Subsequent monthly fee statements will be submitted in accordance with the Bankruptcy Code, the Bankruptcy Rules, Bankruptcy Local Rules, and the Interim Compensation Order.

**NOTICE**

3. Pursuant to the Interim Compensation Order, notice of this Fee Statement will be provided to the following parties: (i) counsel to the Debtors, (a) Latham & Watkins LLP, 355 South Grand Avenue, Suite 100, Los Angeles, CA 90071 (Attn: Shawn Hansen (shawn.hansen@lw.com)) and (b) Porter Hedges LLP, 1000 Main Street, 36th Floor, Houston, TX

77002 (Attn: John F. Higgins and Megan Young-John (jhiggins@porterhedges.com and myoung-john@porterhedges.com)); (ii) counsel to the Unsecured Creditors Committee, (a) Brown Rudnick LLP, Seven Times Square, New York, New York 10036 (Attn: David J. Molton (dmolton@brownrudnick.com) and Eric R. Goodman (egoodman@brownrudnick.com)), (b) Steptoe LLP, 717 Texas Avenue, Suite 2800, Houston, TX 77002 (Attn: Craig Smyser (csmyser@steptoe.com) and Jarod R. Stewart (jstewart@steptoe.com)) and (c) Caplin & Drysdale, Chartered, One Thomas Circle NW, Suite 1199, Washington, DC 20005 (Attn: Kevin C. MacLay (kmacLay@capdale.com) and Todd E. Phillips (tphillips@capdale.com)); (iii) counsel to the FCR, (a) Stutzman, Bromberg, Esserman & Plifka, P.C., 2323 Bryan Street, Suite 2200, Dallas, TX 75201 (Attn: Peter C. D'Apice (d'apice@sbep-law.com)) and (b) Young Conaway Stargatt & Taylor, LLP, Rodney Square, 1000 North King Street, Wilmington, DE 19801 (Attn: Ryan Bartley (RBartley@ycst.com)); (iv) counsel to DIP Lender, Hughes Hubbard & Reed LLP, 1 Battery Park Plaza, New York, New York 10004 (Attn: Christopher Kiplok (christopher.kiplok@hugheshubbard.com), Erin Diers (erin.diers@hugheshubbard.com), and Steven Greene (steven.greene@hugheshubbard.com)); and (v) the Office of the U.S. Trustee, 515 Rusk Street, Suite 3516, Houston, TX 77002 (Attn: Vianey Garza (vianey.garza@usdoj.gov) and Hector Duran (hector.duran@usdoj.gov)).

*[Remainder of page intentionally left blank]*

WHEREFORE, L&W respectfully requests compensation and reimbursement of its expenses incurred during the Compensation Period in the total amount of \$256,163.00, consisting of (i) \$247,454.40, which is 80% of the fees incurred by the Debtors for reasonable and necessary professional services rendered by L&W, and (ii) \$8,708.60, which is 100% of actual necessary costs and expenses incurred, in accordance with the procedures set forth in the Interim Compensation Order.

Dated: November 22, 2024

Respectfully Submitted,

/s/ Jeffrey E. Bjork

**LATHAM & WATKINS LLP**

Jeffrey E. Bjork (admitted *pro hac vice*)

Kimberly A. Posin (admitted *pro hac vice*)

Shawn P. Hansen (admitted *pro hac vice*)

355 South Grand Avenue, Suite 100

Los Angeles, CA 90071

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Anupama Yerramalli (admitted *pro hac vice*)

1271 Avenue of the Americas

New York, NY 10020

Telephone: (212) 906-1200

Email: anu.yerramalli@lw.com

*Counsel for the Debtors and Debtors in Possession*

**Exhibit A****Compensation by Project Category**

<b>Project Category</b>	<b>Total Hours</b>	<b>Total Fees</b>
Asset Analysis and Recovery	40.70	\$57,380.50
Asset Disposition	6.30	\$9,429.50
Case Administration	16.00	\$26,270.00
Claims Administration/Objections	2.80	\$3,308.00
Corporate Governance and Board Matters	9.20	\$18,451.00
Creditors Committee Matters	0.60	\$1,221.00
Environmental Matters	33.10	\$45,370.50
Financing	6.90	\$11,574.50
Litigation	66.80	\$110,310.00
Plan and Disclosure Statement	5.20	\$10,314.00
Reports and Schedules	0.40	\$510.00
Retention/Fee Matters (L&W)	15.70	\$10,949.50
Retention/Fee Matters/Objections (Others)	2.90	\$4,229.50
<b>Total</b>	<b>206.60</b>	<b>\$309,318.00</b>

**Exhibit B**  
**Compensation by Professional**

<b>Name of Professional</b>	<b>Position of the Applicant; Year of Obtaining License to Practice; Department</b>	<b>Hourly Billing Rate<sup>1</sup></b>	<b>Total Hours Billed</b>	<b>Total Compensation</b>
Bjork, Jeffrey E.	Partner. Joined firm in 2018. Member of the California Bar since 1998. Member of Restructuring Department.	\$2,240.00	36.40	\$81,536.00
Posin, Kimberly A.	Partner. Joined firm in 2002. Member of the California Bar since 2002. Member of Restructuring Department.	\$2,035.00	17.40	\$35,409.00
Craige, Christina M.	Counsel. Joined firm in 2019. Member of the California Bar since 2007. Member of the District of Columbia Bar since 2022. Member of Restructuring Department.	\$1,605.00	9.40	\$15,087.00
Mun, Daniel	Partner. Joined firm in 2022. Member of New York Bar since 2008. Member of Corporate Department.	\$1,690.00	3.00	\$5,070.00
Potash, Aron	Partner. Joined firm in 2007. Member of the California Bar since 2007. Member of Corporate Department.	\$1,495.00	14.40	\$21,528.00
Quartarolo, Amy	Partner. Joined firm in 2002. Member of the California Bar since 2002. Member of Litigation Department.	\$1,495.00	20.40	\$30,498.00
Hansen, Shawn P.	Associate. Joined firm in 2015. Member of California Bar since 2015. Member of Restructuring Department.	\$1,345.00	3.30	\$4,438.50
Kermanian, Cody M.	Associate. Joined firm in 2018. Member of the California Bar since 2018. Member of Corporate Department.	\$1,275.00	18.70	\$23,842.50
Lui, Ning Heather	Associate. Joined firm in 2018. Member of the California Bar since 2018. Member of Corporate Department.	\$1,275.00	3.10	\$3,952.50
Weichselbaum, Jonathan J.	Associate. Joined firm 2018. Member of the New York Bar since 2018. Member of Restructuring Department.	\$1,275.00	14.30	\$18,232.50
Teresi, Joseph L.	Associate. Joined firm in 2019. Member of the California Bar since 2019. Member of Litigation Department.	\$1,225.00	35.70	\$43,732.50

<sup>1</sup> All non-working travel time has been billed at 50% of the normal hourly rate.

<b>Name of Professional</b>	<b>Position of the Applicant; Year of Obtaining License to Practice; Department</b>	<b>Hourly Billing Rate<sup>1</sup></b>	<b>Total Hours Billed</b>	<b>Total Compensation</b>
Ashworth, Isaac J.	Associate. Joined firm in 2020. Member of the California Bar since 2021. Member of Restructuring Department.	\$1,145.00	12.70	\$14,541.50
Gulati, Nikhil A.	Associate. Joined firm in 2022. Member of the New York Bar since 2023. Member of Restructuring Department.	\$1,030.00	2.00	\$2,060.00
Shang, Kevin D.	Associate. Joined firm in 2022. Member of the California Bar since 2022. Member of Restructuring Department.	\$890.00	3.00	\$2,670.00
Tarrant, Christopher M.	Senior Paralegal. Joined firm in 2022.	\$525.00	12.80	\$6,720.00

<b>Grand Total</b>	<b>\$309,318.00</b>
<b>Total Hours</b>	<b>206.60</b>
<b>Blended Rate</b>	<b>\$1,497.18</b>



**Exhibit C****Expense Summary**

<b>Expense Category</b>	<b>Total Expenses</b>
Outside Services (Non-Attorney)	\$6,200.50
Practice Support	\$2,187.00
Transcripts	\$321.10
<b>Total</b>	<b>\$8,708.60</b>

**Exhibit D**

**Fee Statement**

1271 Avenue of the Americas  
 New York, New York 10020-1303  
 Tel: +1.212.906.1200 Fax: +1.212.751.4864  
 www.lw.com

# LATHAM & WATKINS<sup>LLP</sup>

## INVOICE

November 22, 2024

BMI Oldco Inc.  
 5605 North MacArthur Boulevard, Suite 1000  
 PMB 139  
 Irving, TX 75038  
 Attn: David Gordon

Please identify your payment with the following:

Invoice No. 2400617681  
 Matter Number 072806-1000

For professional services rendered through October 31, 2024

	Services	Costs	Total
Asset Analysis and Recovery	57,380.50		\$ 57,380.50
Asset Disposition	9,429.50		9,429.50
Case Administration	26,270.00		26,270.00
Claims Administration/Objections	3,308.00		3,308.00
Corporate Governance and Board Matters	18,451.00		18,451.00
Creditors Committee Matters	1,221.00		1,221.00
Environmental Matters	45,370.50		45,370.50
Financing	11,574.50		11,574.50
Litigation	110,310.00		110,310.00
Plan and Disclosure Statement	10,314.00		10,314.00
Reports and Schedules	510.00		510.00
Retention/Fee Matters (L&W)	10,949.50		10,949.50
Retention/Fee Matters/Objections (Others)	4,229.50		4,229.50
Total Services and Costs	309,318.00	0.00	\$ 309,318.00

**Total Due**

**\$ 309,318.00**

**LATHAM & WATKINS<sup>LLP</sup>**

Invoice No. 2400617681  
November 22, 2024

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J E Bjork	36.40	Hrs. @	\$ 2,240.00/hr.	\$ 81,536.00
KA Posin	17.40	Hrs. @	\$ 2,035.00/hr.	\$ 35,409.00
Y Mun	3.00	Hrs. @	\$ 1,690.00/hr.	\$ 5,070.00
A Potash	14.40	Hrs. @	\$ 1,495.00/hr.	\$ 21,528.00
A Quartarolo	20.40	Hrs. @	\$ 1,495.00/hr.	\$ 30,498.00
C M Craige	9.40	Hrs. @	\$ 1,605.00/hr.	\$ 15,087.00
S P Hansen	3.30	Hrs. @	\$ 1,345.00/hr.	\$ 4,438.50
C M Kermanian	18.70	Hrs. @	\$ 1,275.00/hr.	\$ 23,842.50
N H Lui	3.10	Hrs. @	\$ 1,275.00/hr.	\$ 3,952.50
J J Weichselbaum	14.30	Hrs. @	\$ 1,275.00/hr.	\$ 18,232.50
J L Teresi	35.70	Hrs. @	\$ 1,225.00/hr.	\$ 43,732.50
I J Ashworth	12.70	Hrs. @	\$ 1,145.00/hr.	\$ 14,541.50
N A Gulati	2.00	Hrs. @	\$ 1,030.00/hr.	\$ 2,060.00
K D Shang	3.00	Hrs. @	\$ 890.00/hr.	\$ 2,670.00
C M Tarrant	<u>12.80</u>	Hrs. @	\$ 525.00/hr.	<u>\$ 6,720.00</u>
	206.60			\$ 309,318.00

BALANCE DUE AND PAYABLE TO REMITTANCE ADDRESS UPON RECEIPT.  
PLEASE REFERENCE INVOICE #2400617681 ON YOUR PAYMENT OR RETURN A COPY OF THIS INVOICE WITH YOUR CHECK.

**LATHAM & WATKINS<sup>LLP</sup>**

Invoice No. 2400617681

November 22, 2024

Matter Name: Asset Analysis and Recovery

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Description</u>
10/01/24	J L Teresi	.20	245.00	Conduct investigation into estate causes of action
10/02/24	A Quartarolo	.50	747.50	Email J. Teresi regarding special committee discussions
10/02/24	J L Teresi	2.90	3,552.50	Conduct investigation into estate causes of action (2.6); emails with Latham team regarding same (0.3)
10/03/24	KA Posin	.20	407.00	Attend call with Porter Hedges and Latham teams regarding investigation
10/03/24	A Quartarolo	2.50	3,737.50	Review research regarding estate claims (1.2); review and revise special committee materials (1.1); email J. Teresi regarding same (0.2)
10/03/24	J L Teresi	2.20	2,695.00	Conduct investigation into estate causes of action
10/04/24	KA Posin	.50	1,017.50	Attend portion of special committee meeting
10/04/24	A Quartarolo	1.90	2,840.50	Telephone conference with J. Teresi regarding special committee meeting (0.4); review and revise materials regarding same (0.5); prepare for (0.2) attend special committee meeting (0.8)
10/04/24	C M Craige	.80	1,284.00	Participate in special committee call
10/04/24	J L Teresi	2.50	3,062.50	Prepare for conference regarding estate causes action (0.6); conference with A. Quartarolo regarding the same (0.4); continue preparing for the same (0.7); conference with K. Collins, A. Quartarolo, H. Hatfield, and J. Higgins regarding estate causes of action (0.8);
10/07/24	A Quartarolo	1.90	2,840.50	Telephone conference with H. Hatfield and J. Teresi regarding special committee and related analysis (0.5); email with J. Teresi regarding same (0.2); review documents regarding same (1.2)
10/07/24	J L Teresi	.70	857.50	Prepare for and attend conference with A. Quartarolo and H. Hatfield regarding investigation into estate causes of action (0.5); correspond with H. Hatfield regarding the same (0.2)
10/08/24	J L Teresi	.40	490.00	Correspond with G. Grecia and H. Hatfield regarding investigation into estate causes of action
10/11/24	A Quartarolo	.50	747.50	Correspondence with Latham team regarding special committee presentations and analysis
10/11/24	J L Teresi	1.10	1,347.50	Conference with H. Hatfield regarding investigation into estate causes of action (0.5); review documents related to investigation into estate causes of action (0.4); correspond with M. Wolf regarding the same

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**LATHAM & WATKINS<sup>LLP</sup>**

Invoice No. 2400617681

November 22, 2024

Matter Name: Asset Analysis and Recovery

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Description</u>
				(0.2)
10/14/24	J L Teresi	.20	245.00	Correspond with A. Quartarolo and H. Hatfield regarding investigation into estate causes of action
10/15/24	A Quartarolo	.50	747.50	Email and telephone conference with H. Hatfield and J. Teresi regarding estate claims and related issues
10/15/24	J L Teresi	2.30	2,817.50	Prepare for and attend conference with A. Quartarolo, H. Hatfield, and E. Wade regarding investigation into estate causes of action (0.5); conduct investigation regarding estate causes of action (1.4); correspond with K. Posin regarding the same (0.4)
10/17/24	KA Posin	1.30	2,645.50	Attend Special Committee meeting with Porter Hedges (0.5); draft responses to questions resulting from same (0.8)
10/17/24	A Quartarolo	.70	1,046.50	Email and telephone conference with J. Teresi, K. Posin and Porter Hedges regarding background and investigation
10/17/24	J L Teresi	1.10	1,347.50	Prepare for and attend conference with A. Quartarolo, K. Posin, E. Wade, and H. Hatfield regarding investigation into estate causes of action (0.6); review documents related to the same (0.5)
10/18/24	A Quartarolo	1.40	2,093.00	Review special committee materials (1.2); correspondence with Porter Hedges and J. Teresi regarding same (0.2)
10/18/24	J L Teresi	.30	367.50	Conduct investigation into estate causes of action
10/21/24	KA Posin	.80	1,628.00	Attend special committee meeting
10/21/24	A Quartarolo	1.30	1,943.50	Prepare for and attend special committee meeting (1.1); email with J. Teresi regarding same (0.2)
10/21/24	J L Teresi	1.50	1,837.50	Conduct investigation in estate causes of action
10/22/24	A Quartarolo	.50	747.50	Email with J. Teresi regarding special committee meeting
10/22/24	J L Teresi	.30	367.50	Conduct investigation into estate causes of action
10/24/24	A Quartarolo	.30	448.50	Email J. Teresi and H. Hatfield regarding special committee analysis and meeting
10/28/24	J L Teresi	2.90	3,552.50	Conference with H. Hatfield, S. Waldron, and J. Higgins regarding investigation into estate causes of action (0.6); conduct investigation into estate causes of action (2.3)

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Invoice No. 2400617681

November 22, 2024

Matter Name: Asset Analysis and Recovery

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Description</u>
10/29/24	J L Teresi	.30	367.50	Conduct investigation in estate causes of action
10/30/24	KA Posin	.90	1,831.50	Draft response to J. Teresi regarding investigation materials
10/30/24	J L Teresi	1.30	1,592.50	Conduct investigation into estate causes of action
10/31/24	KA Posin	.60	1,221.00	Attend call with counsel regarding special investigation
10/31/24	A Quartarolo	.60	897.00	Telephone conference with J. Teresi, K. Posin, H. Hatfield, E. Wade, and J. Higgins regarding special committee meeting and related preparation (0.6)
10/31/24	C M Craige	.80	1,284.00	Correspond with Latham team regarding company investigation (0.2); participate in call with Latham and Porter Hedges teams regarding same (0.6)
10/31/24	J L Teresi	1.40	1,715.00	Conference with K. Posin, A. Quartarolo, H. Hatfield, J. Higgins, and C. Craige regarding investigation into estate causes of action (0.8); correspond with K. Collins regarding special committee (0.2); conduct investigation into estate causes of action (0.4)
10/31/24	J J Weichselbaum	.60	765.00	Review email regarding special committee investigation (0.2); review files in connection with same (0.3); email Latham team regarding same (0.1)
KA Posin	4.30	Hrs. @	\$ 2,035.00/hr.	\$ 8,750.50
A Quartarolo	12.60	Hrs. @	\$ 1,495.00/hr.	\$ 18,837.00
C M Craige	1.60	Hrs. @	\$ 1,605.00/hr.	\$ 2,568.00
J J Weichselbaum	.60	Hrs. @	\$ 1,275.00/hr.	\$ 765.00
J L Teresi	21.60	Hrs. @	\$ 1,225.00/hr.	\$ 26,460.00
	40.70			\$ 57,380.50

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Invoice No. 2400617681

November 22, 2024

Matter Name: Asset Disposition

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Description</u>
10/07/24	N H Lui	1.10	1,402.50	Review and analyze correspondence regarding TSA issues (0.5); review and analyze TSA provisions in connection with TSA issues (0.6)
10/08/24	Y Mun	.20	338.00	Draft/respond to emails with Latham team regarding TSA issues
10/08/24	N H Lui	1.60	2,040.00	Teleconference with G. Mahmood regarding TSA issues and related matters (0.4); draft issues and analysis related to same (0.9); email with Latham team regarding same (0.3)
10/10/24	Y Mun	.30	507.00	Emails with Latham team regarding TSA (0.1); call with HHR regarding TSA (0.2)
10/10/24	N H Lui	.40	510.00	Teleconference with G. Mahmood, D. Mun and HHR team regarding TSA dispute
10/11/24	Y Mun	.60	1,014.00	Attend weekly update call with Debtor
10/18/24	Y Mun	.40	676.00	Attend weekly update call with Debtor
10/25/24	Y Mun	.50	845.00	Calls with Latham team regarding permits and bonding (0.4); emails regarding permits and bonding (0.1)
10/29/24	Y Mun	.50	845.00	Emails with Latham team regarding permits and APA issues
10/30/24	Y Mun	.30	507.00	Emails with Latham team regarding permits
10/30/24	KA Posin	.20	407.00	Review status of post sale items
10/31/24	Y Mun	.20	338.00	Emails with Latham team regarding permits

KA Posin	.20	Hrs. @	\$ 2,035.00/hr.	\$ 407.00
Y Mun	3.00	Hrs. @	\$ 1,690.00/hr.	\$ 5,070.00
N H Lui	<u>3.10</u>	Hrs. @	\$ 1,275.00/hr.	<u>\$ 3,952.50</u>
	6.30			\$ 9,429.50

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**LATHAM & WATKINS<sup>LLP</sup>**

Invoice No. 2400617681

November 22, 2024

Matter Name: Case Administration

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Description</u>
10/01/24	J J Weichselbaum	.20	255.00	Participate in call with Porter Hedges to discuss status of cases
10/02/24	KA Posin	.40	814.00	Attend weekly update call with M3
10/02/24	J J Weichselbaum	.50	637.50	Call with Latham team and M3 to discuss status of cases
10/03/24	KA Posin	.40	814.00	Converse with TLG regarding case calendar (0.2); converse with A. Quartarolo regarding hearing dates (0.2)
10/04/24	KA Posin	.50	1,017.50	Attend weekly update call with D. Gordon
10/04/24	C M Craige	.50	802.50	Call with Latham team and D. Gordon regarding status update
10/08/24	J J Weichselbaum	.40	510.00	Call with M3 team to discuss status of cases (0.2); call with Porter Hedges team to discuss status of cases (0.2)
10/11/24	KA Posin	.50	1,017.50	Attend weekly update call with D. Gordon
10/11/24	C M Craige	.50	802.50	Participate in weekly legal update call with Latham team and D. Gordon
10/11/24	J J Weichselbaum	.70	892.50	Participate in call with Latham team and D. Gordon to discuss status of cases (0.5); review as entered stipulation regarding hearing (0.2)
10/15/24	KA Posin	.40	814.00	Converse with A. Quartarolo regarding case status
10/17/24	KA Posin	.90	1,831.50	Converse with TLG regarding case status (0.2); review communication materials (0.4); attend weekly Latham team call (0.3)
10/17/24	A Quartarolo	.60	897.00	Telephone conference with K. Posin, C. Craige, and J. Weichselbaum regarding case status and strategy
10/17/24	C M Craige	.40	642.00	Participate in weekly Latham legal update call
10/17/24	S P Hansen	1.90	2,555.50	Attend telephone conference with Latham team regarding chapter 11 cases (0.6); analyze items related to pre-filing documents (1.0); correspondence with K. Posin regarding same (0.3)
10/17/24	J J Weichselbaum	.40	510.00	Participate in team update call
10/18/24	KA Posin	.50	1,017.50	Attend weekly update call with D. Gordon
10/18/24	A Quartarolo	.50	747.50	Telephone conference with K. Posin, C. Craige and D. Gordon regarding status and strategy

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Invoice No. 2400617681

November 22, 2024

Matter Name: Case Administration

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Description</u>
10/18/24	C M Craige	.50	802.50	Participate in weekly Debtor update call
10/18/24	S P Hansen	.50	672.50	Attend telephone conference with Latham team and CRO regarding chapter 11 cases
10/19/24	J E Bjork	.30	672.00	Emails with K. Feinberg and update call
10/22/24	J E Bjork	.50	1,120.00	Update call with Debtor
10/22/24	S P Hansen	.30	403.50	Telephone conference with J. Weichselbaum and M3 regarding chapter 11 cases
10/22/24	J J Weichselbaum	.30	382.50	Call with M3 team and S. Hansen to discuss status of cases (0.2); email with Porter Hedges regarding status (0.1)
10/29/24	J J Weichselbaum	.40	510.00	Call with J. Eiband to discuss status of cases (0.2); call with M3 team to discuss status of cases (0.2)
10/31/24	J E Bjork	.80	1,792.00	Conference with Debtor regarding update on case strategy and review recent pleadings
10/31/24	KA Posin	.50	1,017.50	Attend weekly update call with Latham team
10/31/24	A Quartarolo	.50	747.50	Telephone conference with team regarding status and strategy
10/31/24	S P Hansen	.60	807.00	Attend telephone conference with Latham team regarding chapter 11 cases
10/31/24	J J Weichselbaum	.60	765.00	Participate in Latham team update call
J E Bjork	1.60	Hrs. @	\$ 2,240.00/hr.	\$ 3,584.00
KA Posin	4.10	Hrs. @	\$ 2,035.00/hr.	\$ 8,343.50
A Quartarolo	1.60	Hrs. @	\$ 1,495.00/hr.	\$ 2,392.00
C M Craige	1.90	Hrs. @	\$ 1,605.00/hr.	\$ 3,049.50
S P Hansen	3.30	Hrs. @	\$ 1,345.00/hr.	\$ 4,438.50
J J Weichselbaum	3.50	Hrs. @	\$ 1,275.00/hr.	\$ 4,462.50
	<u>16.00</u>			<u>\$ 26,270.00</u>

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Invoice No. 2400617681

November 22, 2024

Matter Name: Claims Administration/Objections

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<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Description</u>
10/05/24	KA Posin	.30	610.50	Review claims analysis
10/07/24	N A Gulati	.80	824.00	Review and revise claims analysis
10/08/24	N A Gulati	1.00	1,030.00	Review and revise claims analysis
10/09/24	J J Weichselbaum	.50	637.50	Review proposed claims objection chart and email (0.4); correspond with N. Gulati regarding same (0.1)
10/09/24	N A Gulati	.20	206.00	Emails with K. Posin and J. Weichselbaum regarding claims analysis

KA Posin	.30	Hrs. @	\$ 2,035.00/hr.	\$ 610.50
J J Weichselbaum	.50	Hrs. @	\$ 1,275.00/hr.	\$ 637.50
N A Gulati	<u>2.00</u>	Hrs. @	\$ 1,030.00/hr.	<u>\$ 2,060.00</u>
	2.80			\$ 3,308.00

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Invoice No. 2400617681

November 22, 2024

Matter Name: Corporate Governance and Board Matters

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Description</u>
10/01/24	KA Posin	.30	610.50	Review board meeting minutes
10/08/24	KA Posin	.30	610.50	Prepare for board meeting
10/09/24	KA Posin	.50	1,017.50	Attend board meeting
10/09/24	J J Weichselbaum	.70	892.50	Prepare board agenda (0.1); review board minutes and circulate to board (0.2); participate in board call (0.4)
10/11/24	J E Bjork	.30	672.00	Review Board-related materials and issues
10/14/24	J E Bjork	.60	1,344.00	Review Board slides (0.3); outline update to Board and prepare for same (0.3)
10/15/24	J E Bjork	1.50	3,360.00	Prepare for board call and review of board related materials
10/15/24	KA Posin	.60	1,221.00	Review board materials (0.3); attend call with D. Gordon and J. Bjork regarding same (0.3)
10/16/24	J E Bjork	2.50	5,600.00	Multiple emails and call with Debtor regarding case strategy and Board issues (1.0); participate on Board meeting and follow up conferences with Debtor regarding plan issues (1.5)
10/21/24	J E Bjork	.50	1,120.00	Review board materials and update on board discussion
10/29/24	J J Weichselbaum	.50	637.50	Draft board minutes
10/30/24	KA Posin	.20	407.00	Review board meeting minutes
10/30/24	J J Weichselbaum	.40	510.00	Further revise draft board minutes
10/31/24	A Quartarolo	.30	448.50	Review board minutes

J E Bjork	5.40	Hrs. @	\$ 2,240.00/hr.	\$ 12,096.00
KA Posin	1.90	Hrs. @	\$ 2,035.00/hr.	\$ 3,866.50
A Quartarolo	.30	Hrs. @	\$ 1,495.00/hr.	\$ 448.50
J J Weichselbaum	1.60	Hrs. @	\$ 1,275.00/hr.	\$ 2,040.00
	9.20			\$ 18,451.00

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Invoice No. 2400617681

November 22, 2024

Matter Name: Creditors Committee Matters

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<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Description</u>
10/14/24	KA Posin	.40	814.00	Draft emails to UCC regarding fees
10/24/24	KA Posin	.20	407.00	Draft response to K. Davis regarding discovery

KA Posin	<u>.60</u>	Hrs. @	\$ 2,035.00/hr.	<u>\$ 1,221.00</u>
	.60			\$ 1,221.00

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Invoice No. 2400617681

November 22, 2024

Matter Name: Environmental Matters

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Description</u>
10/01/24	A Potash	.20	299.00	Review updates on Montana outreach on bonds (0.1); confer with C. Kermanian as to same (0.1)
10/01/24	C M Kermanian	.20	255.00	Correspond regarding permits and bonds
10/03/24	A Potash	.40	598.00	Confer with K. Brautigam as to Treasure and Regal supplemental information forms (0.1); review same (0.2); confer with G. Zobell as to permit transfers (0.1)
10/07/24	A Potash	1.00	1,495.00	Confer with W. Lederer as to bond replacements (0.2); confer with G. Zobell and M. Norton as to permit transfers for Treasure and Regal (0.2); review changes to permit documents (0.3) confer with C. Kermanian as to Hard Rock permits and bonds (0.2); review communications with surety broker (0.1)
10/07/24	C M Kermanian	1.40	1,785.00	Review updated supplemental information forms, prepare redlines, and correspond regarding same (0.8); correspond regarding bond replacements and call A. Potash regarding same (0.4); update diligence tracker (0.2)
10/08/24	A Potash	.40	598.00	Confer with W. Lederer and S. Naturman as to bond replacements and indemnity (0.2); confer with K. Brautigam as to permit transfers for Treasure and Regal (0.1); review changes to permit documents (0.1)
10/08/24	C M Kermanian	.30	382.50	Correspond regarding permit transfers, review final submittal packet, and update matrix
10/15/24	A Potash	.40	598.00	Confer with C. Kermanian and D. Gordon as to bond releases (0.1); review communication from state on same (0.1); review revised tracking matrix (0.2)
10/15/24	C M Kermanian	.40	510.00	Revise bond and permits tracking matrix and correspond regarding updates
10/16/24	C M Kermanian	.70	892.50	Track bond transfer requirements against permit releases, update matrix, and correspond regarding same
10/22/24	C M Kermanian	.40	510.00	Correspond regarding permit and bond statuses, check APA deadlines, and update matrix
10/24/24	A Potash	1.40	2,093.00	Confer with C. Kermanian as to outreach from buyer regarding bond transfer matters and next steps (0.4); review letters from DEQ environmental matters (0.3); assess strategy for dealing with same (0.5); confer with G. Zobell regarding transfer strategy (0.1); confer with Buyer counsel as to permit termination (0.1)
10/24/24	C M Kermanian	1.40	1,785.00	Call W. Lederer regarding permit and bond statuses

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<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Description</u>
				(0.3); review NOVs and correspond regarding same (0.8); call A. Potash regarding same (0.3)
10/25/24	A Potash	3.40	5,083.00	Confer with D. Mun, G. Zobell and C. Kermanian as to outreach from buyer regarding various bonding and environmental issues, and next steps (0.9); confer with T. Goslin as to next steps (0.2); direct G. Zobell as to DEQ outreach (0.2); review feedback from G. Zobell on same (0.2); prepare Debtor update on permitting and bond situation (0.3) analyze letters from DEQ regarding well and reclamation matters (0.2); review APA and credit instrument support agreement (0.4); assess strategy for dealing with permits and bonds (0.4); confer with Buyer counsel as to DEQ meeting (0.1); confer with C. Kermanian as to letters of warning and purchase agreement remedies (0.3); research exploration license requirements (0.2)
10/25/24	C M Kermanian	5.00	6,375.00	Correspond with Latham, Dorsey, and Buyer regarding letters of warning (1.4); draft summary of same and revise same (0.6); assess potential responses to permit and bond issues and correspond regarding same (1.8); call G. Zobell regarding same (0.3); call D. Mun regarding same (0.2); call A. Potash and G. Zobell regarding same (0.7)
10/27/24	A Potash	.70	1,046.50	Confer with Buyer counsel regarding meeting with DEQ and permit transfers as well as exploration license (0.2); confer with C. Kermanian and D. Mun as to same (0.2); assess strategy for next steps on permit transfers (0.2); review feedback from G. Zobell on exploration license (0.1)
10/27/24	C M Kermanian	.20	255.00	Correspond regarding bonds and permits
10/28/24	A Potash	3.20	4,784.00	Review updates on permit transfers and bond termination (0.3); review materials regarding exploration license (0.3); review purchase agreement provisions regarding permits (0.2); confer with team and buyer counsel regarding meeting with DEQ and permit transfers as well as exploration license (0.5); confer with C. Kermanian and G. Zobell as to APA requirements pertaining to exploration license (0.5); assess strategy for same (0.3); review feedback from G. Zobell on DEQ conversations (0.2); review Regal mine application (0.2); review and comment on APA side letter (0.3); assess need for revising CISA (0.3); confer with C. Kermanian on APA amendment (0.1)
10/28/24	C M Kermanian	5.10	6,502.50	Review APA representations and transfer requirements and correspond regarding same (1.2);

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Matter Name: Environmental Matters

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Description</u>
				research MCA exploration license and operating permit requirements (1.4); correspond regarding DEQ outreach (0.5); correspond regarding permit transfer and bond replacement call (0.4); call Buyer and Seller teams regarding permit transfer issues (0.5); follow up call with A. Potash regarding same (0.3); call G. Zobell regarding same (0.2); review draft APA amendment and correspond regarding same (0.6)
10/29/24	A Potash	1.20	1,794.00	Confer with D. Mun and C. Kermanian as to APA and CISA amendments, outreach to Debtor on same, exploration license, and bond replacement time frames (0.5); review and revise APA side letter (0.2); review bond agreement (0.3); direct C. Kermanian as to next steps on bonds and permits (0.2)
10/29/24	C M Kermanian	2.00	2,550.00	Call A. Potash regarding APA amendment (0.3); review and revise same (1.2); correspond with Latham team, Debtor, Debtor and Buyer regarding same (0.5)
10/30/24	A Potash	1.90	2,840.50	Review updates on bond and permit transfers and APA amendment (0.3); confer with T. Goslin as to same (0.1); review exploration license forms (0.3); assess implications of transferring same (0.2); review responses to Debtor questions on exploration license (0.2); confer with C. Kermanian and D. Mun as to exploration license (0.3); review indemnity agreement (0.1); review CISA (0.2); revise Debtor update on exploration license (0.2)
10/30/24	C M Kermanian	1.30	1,657.50	Correspond regarding permit transfers and bond replacements (0.8); call T. Goslin regarding exploration license (0.1); call G. Zobell regarding same (0.1); review minor revision response to letter of warning (0.2); review final guarantees and correspond regarding same (0.1)
10/31/24	A Potash	.20	299.00	Confer with C. Kermanian and D. Mun as to exploration license and APA amendment
10/31/24	C M Kermanian	.30	382.50	Call T. Goslin regarding permit transfers and correspond regarding same (0.2); call A. Potash regarding same (0.1)
A Potash	14.40	Hrs. @	\$ 1,495.00/hr.	\$ 21,528.00
C M Kermanian	<u>18.70</u>	Hrs. @	\$ 1,275.00/hr.	<u>\$ 23,842.50</u>
	33.10			\$ 45,370.50

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Invoice No. 2400617681  
November 22, 2024  
Matter Name: Financing

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Description</u>
10/01/24	KA Posin	.90	1,831.50	Review borrower notice and draft emails to J. Weichselbaum regarding same (0.3); draft emails regarding DIP financing (0.6)
10/01/24	J J Weichselbaum	.40	510.00	Email D. Gordon regarding borrowing notice (0.1); review final borrowing notice (0.2); email same to HHR (0.1)
10/02/24	KA Posin	1.30	2,645.50	Draft emails to J. Hastings regarding financing
10/02/24	J J Weichselbaum	.50	637.50	Calls with Latham team regarding DIP matters (0.2); review variance report (0.3)
10/03/24	KA Posin	.50	1,017.50	Converse with E. Diers regarding financing
10/07/24	J J Weichselbaum	.30	382.50	Review / circulate cash report
10/09/24	J J Weichselbaum	.30	382.50	Review variance report
10/14/24	KA Posin	.30	610.50	Review DIP budgeting information
10/14/24	J J Weichselbaum	.20	255.00	Review / circulate cash report
10/15/24	J J Weichselbaum	.20	255.00	Emails with M3 and UCC advisors regarding cash report and DIP
10/28/24	J J Weichselbaum	.40	510.00	Call with Latham team regarding DIP matters (0.1); emails regarding DIP draw (0.1); review/circulate cash report (0.2)
10/29/24	KA Posin	.20	407.00	Draft email to D. Gordon regarding DIP financing
10/30/24	J J Weichselbaum	.50	637.50	Review variance report (0.3); correspondence with Latham team regarding DIP matters (0.2)
10/31/24	J E Bjork	.20	448.00	Review financing and case liquidity
10/31/24	KA Posin	.20	407.00	Review DIP materials
10/31/24	J J Weichselbaum	.50	637.50	Correspondence with Latham team regarding DIP matters (0.2); draft email to DIP Lender regarding request to extend DIP milestones (0.2); correspond with committee regarding DIP milestones (0.1)

J E Bjork	.20	Hrs. @	\$ 2,240.00/hr.	\$ 448.00
KA Posin	3.40	Hrs. @	\$ 2,035.00/hr.	\$ 6,919.00
J J Weichselbaum	3.30	Hrs. @	\$ 1,275.00/hr.	\$ 4,207.50
	6.90			\$ 11,574.50

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Invoice No. 2400617681  
 November 22, 2024  
 Matter Name: Litigation

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Description</u>
10/01/24	J E Bjork	1.50	3,360.00	Multiple emails with K. Feinberg regarding mediation (0.5); conference call with Debtor regarding strategic plan and litigation contingency planning issues (1.0)
10/01/24	A Quartarolo	.60	897.00	Email and telephone conference with K. Davis regarding motion to dismiss hearing and related scheduling issues (0.3); email J. Bjork and K. Posin regarding same (0.2); email D. Gordon and D. Monagle regarding deposition and hearing scheduling (0.1)
10/01/24	C M Craige	.30	481.50	Correspond with J. Yeu regarding expert retention (0.1); call with J. Bjork regarding motion to dismiss (0.1); correspond with Latham and HHR teams regarding same (0.1)
10/01/24	J L Teresi	1.70	2,082.50	Conference with T. Schaeffer regarding document database (0.8); review documents related to discovery (0.9)
10/02/24	J E Bjork	.60	1,344.00	Conference with committee counsel regarding plan mediation and follow up emails
10/02/24	A Quartarolo	.70	1,046.50	Correspondence regarding motion to dismiss hearing and related matters (0.3); review and revise stipulation regarding same (0.4)
10/02/24	J L Teresi	2.50	3,062.50	Review documents related to discovery (2.1); correspond with L. McKown regarding the same (0.4)
10/03/24	J E Bjork	2.00	4,480.00	Calls with Debtor regarding plan negotiations and Pfizer mediation issues (1.5); emails related to same (0.5)
10/03/24	A Quartarolo	.80	1,196.00	Email D. Monagle and D. Gordon regarding motion to dismiss hearing (0.2); draft and revise stipulation regarding same (0.5); email K. Davis regarding same (0.1)
10/03/24	C M Craige	.20	321.00	Correspond with Latham team regarding mediation
10/03/24	J L Teresi	.80	980.00	Review documents related to discovery (0.6); correspond with E. McKown regarding the same (0.2)
10/03/24	K D Shang	.80	712.00	Update litigation trackers (0.6); correspondence with Latham team regarding same (0.2)
10/04/24	J E Bjork	1.40	3,136.00	Review and respond to Debtor inquiries regarding plan issues and adjournment of motion to dismiss (0.5); conference with Debtor regarding strategic issues (0.9)
10/04/24	A Quartarolo	.30	448.50	Correspondence regarding mediation and continued

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 Matter Name: Litigation

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Description</u>
				hearing on motion to dismiss
10/04/24	J L Teresi	.40	490.00	Update litigation tracker (0.1); coordinate and finalize production of discovery documents (0.3)
10/05/24	J E Bjork	.30	672.00	Update call from mediator regarding plan mediation issues
10/06/24	J E Bjork	.50	1,120.00	Emails with mediator and update on hearing adjournment
10/07/24	J E Bjork	.80	1,792.00	Emails with Debtor regarding adjournment and update on motion to dismiss (0.5); emails with mediator (0.3)
10/07/24	A Quartarolo	.70	1,046.50	Prepare for motion to dismiss hearing and mediation
10/07/24	J L Teresi	1.10	1,347.50	Update litigation tracker (0.8); correspond with R. Goodings regarding discovery (0.1); correspond with B. Franzoni and L. McKown regarding underlying litigation (0.1); correspond with L. McKown regarding discovery (0.1)
10/08/24	J E Bjork	1.10	2,464.00	Multiple emails with K. Feinberg (0.3); update emails with committee counsel regarding plan mediation sessions (0.3); conference with Debtor (0.5)
10/08/24	A Quartarolo	.60	897.00	Email with K. Davis regarding hearing on motion to dismiss (0.1); review and revise stipulation regarding same (0.5)
10/08/24	J L Teresi	1.10	1,347.50	Prepare for and conference with L. McKown and B. Franzoni regarding talc litigation (0.3); update litigation tracker and correspond regarding the same (0.8)
10/09/24	J E Bjork	1.10	2,464.00	Conference with Debtor and conference with C. Kiplok regarding plan mediation update (0.8); emails regarding plan mediation (0.3)
10/09/24	KA Posin	.30	610.50	Review hearing stipulation
10/09/24	A Quartarolo	.70	1,046.50	Email with M. Webb regarding hearing on motion to dismiss (0.1); review and revise stipulation regarding same (0.5); email K. Davis regarding same (0.1)
10/10/24	J E Bjork	1.40	3,136.00	Multiple emails and conference with Debtor regarding board meeting and case related strategy issues
10/10/24	C M Craige	.70	1,123.50	Correspond with J. Bjork regarding mediation (0.1); research regarding litigation-related case law (0.6)

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<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Description</u>
10/11/24	C M Craige	.40	642.00	Correspond with Latham team regarding mediation concept
10/11/24	K D Shang	.70	623.00	Update litigation trackers (0.5); correspondence with Latham team regarding same (0.2)
10/13/24	J E Bjork	.20	448.00	Emails with mediator regarding mediation dates
10/14/24	J E Bjork	1.40	3,136.00	Emails and update with K. Feinberg and conference with C. Kiplok regarding plan mediation (0.6); conference with D. Gordon regarding case related issues (0.5); emails with UCC counsel regarding plan issues (0.3)
10/14/24	A Quartarolo	.40	598.00	Telephone conference with J. Teresi, D. Luce and B. Franzoni regarding pending litigation and recent filings (0.4)
10/14/24	J L Teresi	1.20	1,470.00	Update litigation tracker
10/15/24	J E Bjork	1.70	3,808.00	Conference with Debtor regarding strategic issues (1.2); conference with K. Feinberg (0.5)
10/15/24	J L Teresi	.60	735.00	Conference with D. Luce, B. Franzoni, and L. McKown regarding talc claims (0.4); update litigation tracker (0.2)
10/16/24	J E Bjork	.20	448.00	Emails with K. Feinberg
10/16/24	A Quartarolo	.60	897.00	Review detail regarding settlements and trial outcomes (0.5); email K. Posin regarding same (0.1)
10/16/24	J L Teresi	2.10	2,572.50	Review recent complaints and update litigation tracker regarding the same (1.9); correspond with D. Luce, L. McKown, B. Franzoni, and Q. Quartarolo regarding the same (0.2)
10/17/24	J E Bjork	.30	672.00	Update call with K. Feinberg
10/17/24	KA Posin	.90	1,831.50	Attend call with C. Kiplok and J. Bjork regarding mediation (0.5); attend call with TCC regarding mediation (0.4)
10/17/24	C M Craige	.30	481.50	Correspond with J. Yeu regarding expert retention (0.1); correspond with Latham team regarding mediation (0.2)
10/17/24	J L Teresi	.20	245.00	Review claims tracker
10/18/24	J E Bjork	1.40	3,136.00	Multiple emails and calls with Latham team and Debtor regarding chapter 11 strategic issues and update on timing for mediation

BALANCE DUE AND PAYABLE TO REMITTANCE ADDRESS UPON RECEIPT.  
 PLEASE REFERENCE INVOICE #2400617681 ON YOUR PAYMENT OR RETURN A COPY OF THIS INVOICE WITH YOUR CHECK.

**LATHAM & WATKINS<sup>LLP</sup>**

Invoice No. 2400617681  
 November 22, 2024  
 Matter Name: Litigation

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Description</u>
10/18/24	J L Teresi	.30	367.50	Correspond with A. Quartarolo and K. Posin regarding protective order (0.1); draft stay violation letter (0.2)
10/21/24	J E Bjork	1.30	2,912.00	Emails and call with C. Kiplok regarding plan issues (0.3); review recent pleadings in Red River talc case implicating bar date and estimation considerations (1.0)
10/21/24	C M Craige	3.30	5,296.50	Monitor Red River Hearing (3.0); summarize same for Latham team in connection with case strategy (0.3)
10/21/24	J L Teresi	.80	980.00	Update litigation tracker (0.3); prepare for and attend conference with D. Luce, B. Franzoni, A. Quartarolo, and L. McKown regarding talc litigation (0.5)
10/21/24	I J Ashworth	3.00	3,435.00	Review and summarize settlements in precedent case
10/21/24	K D Shang	.70	623.00	Update litigation trackers (0.5); correspondence with Latham team regarding same (0.2)
10/22/24	J E Bjork	.80	1,792.00	Review precedent pleadings regarding bar date issues (0.5); emails with Latham team related to case strategy (0.3)
10/22/24	A Quartarolo	.30	448.50	Email with K. Davis regarding schedule on appeal (0.1); review stipulation (0.1); email M. Sherry and C. Gay regarding same (0.1)
10/22/24	I J Ashworth	3.80	4,351.00	Research regarding PIQ timeline
10/23/24	J E Bjork	1.50	3,360.00	Review materials and update on plan structuring issues (0.5); review Stout estimate in preparation for claim mediation (0.7); conference with Debtor regarding same (0.3)
10/23/24	I J Ashworth	3.30	3,778.50	Research regarding PIQ timeline
10/24/24	J E Bjork	1.10	2,464.00	Conference with K. Maclay and update on plan mediation (0.5); conference with Debtor regarding strategic case related issues (0.6)
10/24/24	C M Craige	.30	481.50	Correspond with J. Yeu regarding expert retention (0.1); correspond with L. Keefer regarding mediation (0.1); correspond with S. Wheatman regarding litigation schedule (0.1)
10/24/24	I J Ashworth	2.60	2,977.00	Research regarding PIQ timelines
10/25/24	J E Bjork	1.00	2,240.00	Emails with K. Feinberg (0.2); emails with Debtor and update strategy call with Debtor (0.6); emails related to mine operations transition (0.2)

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**LATHAM & WATKINS<sup>LLP</sup>**

Invoice No. 2400617681  
 November 22, 2024  
 Matter Name: Litigation

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Description</u>
10/26/24	J E Bjork	.40	896.00	Conference with C. Kiplok regarding plan mediation and related case issues (0.2); emails related to plan mediation (0.2)
10/27/24	J E Bjork	.50	1,120.00	Emails and update on mediation
10/28/24	J E Bjork	.50	1,120.00	Emails related to mediation and update with Debtor
10/28/24	J L Teresi	1.30	1,592.50	Conference with L. McKown, D. Luce, and B. Franzoni regarding litigation (0.4); update litigation tracker (0.9)
10/29/24	J E Bjork	1.00	2,240.00	Multiple emails and call with Debtor regarding update on plan mediation
10/30/24	J E Bjork	1.20	2,688.00	Review and respond to emails and conference with K. Feinberg (0.7); update with Debtor regarding case strategy (0.5)
10/31/24	A Quartarolo	.20	299.00	Correspondence regarding mediation

J E Bjork	25.20	Hrs. @	\$ 2,240.00/hr.	\$ 56,448.00
KA Posin	1.20	Hrs. @	\$ 2,035.00/hr.	\$ 2,442.00
A Quartarolo	5.90	Hrs. @	\$ 1,495.00/hr.	\$ 8,820.50
C M Craige	5.50	Hrs. @	\$ 1,605.00/hr.	\$ 8,827.50
J L Teresi	14.10	Hrs. @	\$ 1,225.00/hr.	\$ 17,272.50
I J Ashworth	12.70	Hrs. @	\$ 1,145.00/hr.	\$ 14,541.50
K D Shang	2.20	Hrs. @	\$ 890.00/hr.	\$ 1,958.00
	66.80			\$ 110,310.00

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**LATHAM & WATKINS<sup>LLP</sup>**

Invoice No. 2400617681

November 22, 2024

Matter Name: Plan and Disclosure Statement

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Description</u>
10/07/24	J E Bjork	.30	672.00	Conference with C. Kiplok regarding plan mediation issues
10/11/24	J E Bjork	1.20	2,688.00	Multiple calls with Debtor regarding financing issues and update on chapter 11 plan discussions
10/17/24	J E Bjork	2.20	4,928.00	Conference with TCC counsel regarding plan issues (0.7); conference with Debtor regarding plan-related issues and case strategic issues (1.5)
10/19/24	J E Bjork	.30	672.00	Conference with C. Kiplok regarding plan issues
10/21/24	C M Craige	.20	321.00	Call and email with I. Ashworth regarding research for plan precedent
10/25/24	C M Craige	.20	321.00	Correspond with Latham team regarding plan-related precedent
10/31/24	K D Shang	.80	712.00	Revise personal injury questionnaire related to plan

J E Bjork	4.00	Hrs. @	\$ 2,240.00/hr.	\$ 8,960.00
C M Craige	.40	Hrs. @	\$ 1,605.00/hr.	\$ 642.00
K D Shang	.80	Hrs. @	\$ 890.00/hr.	\$ 712.00
	<u>5.20</u>			<u>\$ 10,314.00</u>

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**LATHAM & WATKINS<sup>LLP</sup>**

Invoice No. 2400617681

November 22, 2024

Matter Name: Reports and Schedules

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<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Description</u>
10/30/24	J J Weichselbaum	.40	510.00	Review MORs
J J Weichselbaum	<u>.40</u>	Hrs. @	\$ 1,275.00/hr.	<u>\$ 510.00</u>
	.40			\$ 510.00

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**LATHAM & WATKINS<sup>LLP</sup>**

Invoice No. 2400617681

November 22, 2024

Matter Name: Retention/Fee Matters (L&amp;W)

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Description</u>
10/08/24	C M Tarrant	1.80	945.00	Review and revise monthly fee materials
10/09/24	C M Tarrant	4.60	2,415.00	Review and revise monthly fee materials (1.3); draft September monthly fee statement (1.3); draft fourth interim fee application (1.6); emails with Latham team regarding same (0.4)
10/10/24	C M Tarrant	1.30	682.50	Review and revise monthly fee materials
10/14/24	J J Weichselbaum	.70	892.50	Review and revise September invoice
10/15/24	C M Tarrant	1.00	525.00	Review and revise monthly fee statement and interim fee application
10/21/24	KA Posin	.40	814.00	Review fee materials
10/22/24	J J Weichselbaum	.60	765.00	Review September invoice and expenses (0.4); emails regarding same (0.2)
10/25/24	J J Weichselbaum	.20	255.00	Review monthly fee statement cover letter
10/25/24	C M Tarrant	1.90	997.50	Review and finalize September monthly fee statement (0.9); review and revise interim fee application and proposed order (0.8); emails with Latham team regarding same (0.2)
10/28/24	J J Weichselbaum	.40	510.00	Review / edit interim fee application
10/28/24	C M Tarrant	.80	420.00	Finalize 4th interim fee application.
10/30/24	KA Posin	.30	610.50	Review fee application materials
10/30/24	J J Weichselbaum	.30	382.50	Review finalize interim fee application
10/30/24	C M Tarrant	1.40	735.00	Prepare draft notice of annual rate increase.

KA Posin	.70	Hrs. @	\$ 2,035.00/hr.	\$ 1,424.50
J J Weichselbaum	2.20	Hrs. @	\$ 1,275.00/hr.	\$ 2,805.00
C M Tarrant	<u>12.80</u>	Hrs. @	\$ 525.00/hr.	<u>\$ 6,720.00</u>
	15.70			\$ 10,949.50

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**LATHAM & WATKINS<sup>LLP</sup>**

Invoice No. 2400617681

November 22, 2024

Matter Name: Retention/Fee Matters/Objections (Others)

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Description</u>
10/01/24	KA Posin	.30	610.50	Review draft supplemental objection
10/01/24	J J Weichselbaum	.30	382.50	Review supplemental disclosure (0.2); emails with Latham team regarding same (0.1)
10/14/24	KA Posin	.40	814.00	Circulate final accountants letter (0.2); circulate final accountant letter (0.2)
10/14/24	J J Weichselbaum	.20	255.00	Review Province invoice
10/16/24	J J Weichselbaum	.20	255.00	Review Caplin invoice
10/21/24	J J Weichselbaum	.30	382.50	Review and circulate fee statements
10/27/24	J J Weichselbaum	.20	255.00	Review Brown Rudnick amended fee statement
10/28/24	J J Weichselbaum	.40	510.00	Review OCP quarterly report cover notice (0.2); emails regarding OCP report (0.2)
10/30/24	J J Weichselbaum	.40	510.00	Review OCP payment schedule (0.3); emails regarding same (0.1)
10/31/24	J J Weichselbaum	.20	255.00	Review and circulate fee application

KA Posin	.70	Hrs. @	\$ 2,035.00/hr.	\$ 1,424.50
J J Weichselbaum	<u>2.20</u>	Hrs. @	\$ 1,275.00/hr.	<u>\$ 2,805.00</u>
	2.90			\$ 4,229.50

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**Exhibit E**

**Expenses**

1271 Avenue of the Americas  
New York, New York 10020-1303  
Tel: +1.212.906.1200 Fax: +1.212.751.4864  
www.lw.com



**INVOICE**

November 22, 2024

BMI Oldco Inc.  
5605 North MacArthur Boulevard, Suite 1000  
PMB 139  
Irving, TX 75038  
Attn: David Gordon

Please identify your payment with the following:

Invoice No. 2400617680  
Matter Number 072806-1025

For professional services rendered through October 31, 2024

**Re:    Disbursements**

Costs and Disbursements 8,708.60

<b>Total Due</b>	<b>\$ 8,708.60</b>
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**LATHAM & WATKINS<sup>LLP</sup>**

Invoice No. 2400617680  
November 22, 2024

**Costs and Disbursements:**

<u>Date</u>	<u>Description</u>	<u>Timekeeper</u>	<u>Amount</u>
10/31/24	Outside Services (Non-Attorney) - Stout Risius Ross, LLC - Professional services	C M Tarrant	6,200.50
<b>Total Outside Services (Non-Attorney)</b>			<b>6,200.50</b>
10/03/24	Performed eDiscovery data processing and upload to review database for case team review	A Man	202.50
10/04/24	Prepare production of documents from internal review database	R S Goodings	1,417.50
10/04/24	Prepare document production set including Image Export, Bates Stamping, Load File Creation	O Quervalu	567.00
<b>Total Practice Support</b>			<b>2,187.00</b>
10/29/24	Transcripts - Rachel L. Kohn - - Transcript fee - 10/28/24	R L Kohn	321.10
<b>Total Transcripts</b>			<b>321.10</b>
<b>Total Costs and Disbursements:</b>			<b>\$ 8,708.60</b>

**Costs and Disbursements:**

Outside Services (Non-Attorney)	6,200.50
Practice Support	2,187.00
Transcripts	321.10
<b>Total Costs and Disbursements:</b>	<b>\$ 8,708.60</b>

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November 6, 2024

Barretts Minerals Inc.  
c/o David Gordon  
5605 North MacArthur Boulevard, Suite 1000, PMB 139  
Irving, TX 75038

In Reference To: Barretts Minerals, Inc.  
Project #: 2355498  
Invoice #: CINV-071423

	Amount
For Professional Services Rendered	\$6,200.50
Out-Of-Pocket Expenses	\$0.00
Invoice Total	\$6,200.50



Invoice Date: 11/06/2024

Invoice #: CINV-071423

Project #: 2355498

## Professional Charges

In Reference To: Barretts Minerals, Inc.

<u>Date</u>	<u>Professional</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
10/11/24	Bryn Heuberger	Update Current Claims Tracker Data into Valuation model.	3.00	305.00	915.00
10/11/24	Brad Martisauski	Perform QC of B. Heuberger Updates to Current Claims Tracker Data into Valuation model.	0.90	360.00	324.00
10/11/24	Lily Keefer	Claimant data updates/analysis	0.40	570.00	228.00
10/14/24	Bryn Heuberger	Update Current Claims Tracker Data into Valuation model.	0.50	305.00	152.50
10/14/24	Lily Keefer	Claims data analysis	0.60	570.00	342.00
10/15/24	Brad Martisauski	Perform QC of B. Heuberger Updates to Current Claims Tracker Data into Valuation model.	0.90	360.00	324.00
10/15/24	Bryn Heuberger	Update Current Claims Tracker Data into Valuation model.	3.60	305.00	1,098.00
10/16/24	Bryn Heuberger	Update Current Claims Tracker Data into Valuation model.	0.50	305.00	152.50
10/16/24	Lily Keefer	Claims data analysis	0.40	570.00	228.00
10/22/24	Bryn Heuberger	Update Current Claims Tracker Data into Valuation model.	2.50	305.00	762.50
10/23/24	Brad Martisauski	Perform QC of B. Heuberger Updates to Current Claims Tracker Data into Valuation model.	0.70	360.00	252.00
10/23/24	Lily Keefer	Correspondence re: project status	0.40	570.00	228.00
10/25/24	Bryn Heuberger	Update Current Claims Tracker Data into Valuation model.	1.50	305.00	457.50
10/28/24	Brad Martisauski	Perform QC of B. Heuberger Updates to Current Claims Tracker Data into Valuation model.	0.30	360.00	108.00
10/28/24	Bryn Heuberger	Update Current Claims Tracker Data into Valuation model.	1.50	305.00	457.50
10/28/24	Lily Keefer	Claims data analysis	0.30	570.00	171.00
Total			18.00		\$6,200.50

Invoice #: CINV-071423

Project #: 2355498

Page 2



### Professional Charges Summary

<u>Professional</u>	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Lily Keefer	Director	2.10	570.00	1,197.00
Brad Martisauski	Associate	2.80	360.00	1,008.00
Bryn Heuberger	Analyst	13.10	305.00	3,995.50
Total Professional Charges				\$6,200.50